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RECORDATION NO. \_\_\_\_\_ Filed & Recorded

DEC 27 1973 -10 00 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT

THIS ASSIGNMENT (the "Assignment"), effective the 30th day of November, 1973 by and between Marathon Leasing Company, a Delaware corporation, (the "Assignor") and Richmond Leasing Company, a Delaware corporation (the "Assignee");

W I T N E S S E T H:

WHEREAS, the Assignor is a party to certain agreements presently on file with the Interstate Commerce Commission, which agreements are listed in Exhibit A attached hereto and made a part hereof (the "Agreements");

WHEREAS, by virtue of a Sale and Purchase Agreement, effective as of November 30, 1973 by and among the Assignor, the Assignee, Marathon Manufacturing Company, and Richmond Tank Car Company, both Delaware corporations, Assignor transferred and assigned to Assignee, and Assignee assumed and succeeded to, all of Assignor's rights and obligations under the Agreements; and

WHEREAS, for purposes of recordation, the Assignor and Assignee desire to more fully set forth the transfer and assignment of the rights and obligations of Assignor under the Agreements;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor does hereby ASSIGN and TRANSFER and RATIFY, ADOPT and CONFIRM the assignment and transfer to Assignee of all of its rights and obligations under or pursuant to the Agreements set forth in Exhibit A.

2. The Assignee hereby accepts the transfer and assignment set forth in the previous paragraph and assumes and agrees to perform all the covenants and obligations of the Assignor under the Agreements in accordance with the provisions thereof.


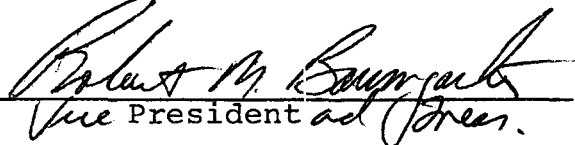
3. This Assignment shall inure the benefit of and shall be binding upon the successors and assigns of the parties hereto.

4. This Assignment may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed as of this 26th day of December, 1973, but effective as of the date first written above.

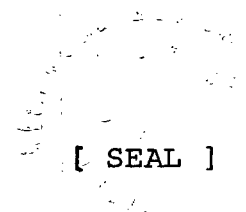
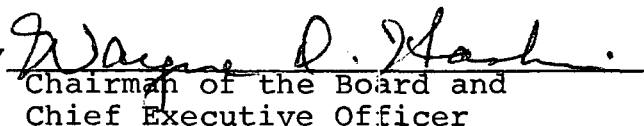
MARATHON LEASING COMPANY

By

  
[ SEAL ]  
  
Vice President and Treasurer

RICHMOND LEASING COMPANY

By

  
[ SEAL ]  
  
Chairman of the Board and  
Chief Executive Officer

STATE OF TEXAS     §  
                             §  
COUNTY OF HARRIS   §

On this 26th day of December, 1973, before me personally appeared Robert M. Baumgartner, to me personally known, who being by me duly sworn, says that he is the Vice President & Treasurer of Marathon Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Helen E. Bales  
Notary Public in and for  
Harris County, T e x a s

HELEN E. BALES  
Notary Public in and for Harris County, Texas  
My Commission Expires June 1, 1975

THE STATE OF TEXAS X  
X  
COUNTY OF HARRIS X

On this 26th day of December, 1973, before me personally appeared WAYNE D. HARBIN, to me personally known, who being by me duly sworn, says that he is the Chairman of the Board and Chief Executive Officer of Richmond Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Helen E. Bales

Notary Public in and for  
Harris County, Texas

**HELEN E. BALES**

Notary Public in and for Harris County, Texas  
My Commission Expires June 1, 1975

<u>Title and Date of Document</u>	<u>No. of Document</u>	<u>Recordation Date</u>	<u>Time of Filing</u>
Equipment Trust Agreement 11-1-70	5890	12-9-70	10:15 A.M.
Bill of Sale 11-1-70	5890A	12-9-70	10:15 A.M.
Amendment 5-14-71	5890B	7-12-71	4:30 P.M.
Bill of Sale 7-1-71	6224	7-8-71	2:50 P.M.
Equipment Trust Agreement 7-1-71	6224A	7-8-71	2:50 P.M.
Equipment Trust Agreement 10-1-71	6334	10-10-71	10:10 A.M.
Bill of Sale 10-1-71	6334A	10-10-71	10:10 A.M.
Equipment Trust Agreement 9-1-72	6732	9-12-72	4:10 P.M.
Bill of Sale 12-1-72	6732A	12-12-72	4:10 P.M.
Assignment 9-1-72	6732D	12-12-72	4:10 P.M.
Equipment Trust, Series 5 4-1-73	7011	5-1-73	1:15 P.M.
Bill of Sale 5-1-73	7011A	5-1-73	1:15 P.M.
Assignment 5-1-73	7011B	5-1-73	1:15 P.M.

EXHIBIT A

<u>Title and Date of Document</u>	<u>No. of Document</u>	<u>Recordation Date</u>	<u>Time of Filing</u>
Bill of Sale -16-73	7011C	7-19-73	3:20 P.M.
Bill of Sale -7-73	7011D	9-7-73	4:35 P.M.

EXHIBIT A